



**This order has been:
Granted**

WY Chancery Court
CH-2024-0000010
Filing ID: 73261390
Filing Date: May 31, 2024

Judge Steven K. Sharpe

A handwritten signature in blue ink, appearing to read "S. Sharpe".

WY Chancery Court
May 31 2024 03:28PM
CH-2024-0000010
73284572
N/A

FILED

IN THE CHANCERY COURT, STATE OF WYOMING

MICHAEL STEIMLE, individually;)
MICHAEL STEIMLE, derivatively on)
behalf of and in the right of AZURE)
HOLDING GROUP, LLC, a Wyoming)
Limited Liability Company,)
)
Plaintiffs,)

vs.)

ANDREW THOMPSON, individually;)
)
Defendant.)

Case No. CH – 2024-0000010

ORDER ON MOTION FOR EMERGENCY TEMPORARY RESTRAINING ORDER

THIS MATTER having come before the Court on Plaintiff's Motion for Emergency Temporary Restraining Order filed on May 29, 2024 (FSX No. 73261390), and this Court being duly advises finds as follows:

1. From the records provided, it appears that Plaintiff and Defendant are equal 50/50 controlling members of Azure Holding Group, LLC, a Wyoming Limited Liability Company (“Azure Holding”).

2. From the records provided, it appears that the Defendant is acting unilaterally in relation to the activities of Azure Holding, and that he used and voted Azure Holding’s 70% controlling interest in Azure Renewables S.A., a Costa Rican entity, to remove Plaintiff as President of Azure Renewables. It also appears that Defendant has unilaterally taken control over all of Azure Holding’s funds and bank accounts, including those indirectly controlled by Azure Holding.

3. From the records provided, and as described in the motion, there is a substantial risk that irreparable harm will be caused if Defendant continues to have unrestricted ability to act unilaterally in the management of Azure Holding’s affairs.

4. Based on the certification provided, this order may be issued without notice because notice may increase the risk of Defendant taking adverse action against Plaintiff.

NOW, THEREFORE IT IS HEREBY ORDERED ADJUDGED AND DECREED that on or before Monday June 3, 2024, by 5:00 P.M. MDT, the Defendant shall provide Plaintiff equal administrative access to the Azure Holding bank account at Bank of America, and any other bank in which it might have an account, as well as equal access to any and all financial records being maintained on behalf of Azure Holding.

IT IS FURTHER ORDERED that Defendant shall immediately cease from taking any action on behalf of Azure Holding without the consent of Plaintiff. This includes copying Plaintiff on any communications intended for Azure Holding, and not sending any communications on

behalf of Azure Holding without Plaintiff's consent. This also includes taking any vote or participating in any meetings on behalf of Azure Renewables.

IT IS FURTHER ORDERED that Defendant must immediately call a meeting of Azure Renewables and use the Plaintiff, Azure Holding's 70% controlling interest in that company to unwind any and all actions he took on behalf of Azure Holding without Plaintiff's consent; and if Defendant fails to do so on or before June 3, Plaintiff is authorized to immediately call a meeting of Azure Renewables on behalf of the Plaintiff Azure Holding's 70% controlling interest in that company to vote to unwind any and all actions taken by Defendant without Plaintiff's consent. Defendant is ordered to cooperate in this process and provide Plaintiff Steimle with any of the records necessary to record this action.

IT IS FURTHER ORDERED that Defendant shall cooperate in the process of unwinding his unilateral actions taken on behalf of Azure Holding in relation to Azure Renewables. This includes sending communications to any and all shareholders, investors, contractors, or any other party he may have contacted in relation to the Plaintiff or in relation to Plaintiff's role within Azure Holding, Azure Development, or Azure Renewables.

IT IS FURTHER ORDERED that Defendant shall immediately freeze all transactions in the Azure Holding Bank of America bank account or the Azure Development bank account, and to not authorize any transactions out of that account unless Plaintiff expressly authorizes the transaction.

IT IS FURTHER ORDERED that Defendant shall not carry out or approve acts of disposition of the assets of Azure Renewables on behalf of Azure Holding, such as but not limited to leasing, selling or encumbering assets or selling or diluting stock, without prior Plaintiff's consent.

IT IS FURTHER ORDERED that Defendant must refrain from taking any actions acting on behalf of Azure Holding unilaterally, unless Defendant has received written instructions from the Plaintiff consenting to such actions, including any actions representing Azure Holding as 70% shareholder of Azure Renewables.

IT IS FURTHER ORDERED that Plaintiff shall give security, by no later than June 3, 2024, posting a bond, cash or surety, in an amount of \$500.00.

IT IS FURTHER ORDERED that Plaintiff shall immediately serve this Order on the Defendant by reliable electronic means or overnight mail.

IT IS FURTHER ORDERED that this Order shall expire at the conclusion of the hearing set for Thursday, June 6, 2024, at 11:30 A.M MT, unless otherwise extended by the Court.

SO ORDERED this 31st day of May 2024 at the time indicated on the affixed file stamp.

/s/ Steven K. Sharpe
Chancery Court Judge